



Ohio Revised Code

Section 1745.47 Agreement of merger or consolidation; vote by members.

Effective: May 22, 2012

Legislation: House Bill 267 - 129th General Assembly

(A) The managers of each constituent domestic unincorporated nonprofit association, upon approving an agreement of merger or consolidation, shall direct that the agreement be submitted to the members entitled to vote on it at a meeting of voting members of that unincorporated nonprofit association held for that purpose. Notice of the meeting shall be given to all members of the constituent domestic unincorporated nonprofit association entitled to vote at the meeting. The notice shall be accompanied by a copy or summary of the material terms of the agreement.

(B)(1) In order to be adopted, the agreement, including any amendments or additions to the agreement proposed at each meeting described in division (A) of this section, shall receive the affirmative vote of a majority of the voting members of the constituent domestic unincorporated nonprofit association present at that meeting in person, by the use of authorized communications equipment, by mail, or if permitted, by proxy if a quorum is present, or, if the governing principles provide or permit, the affirmative vote of a greater or lesser proportion or number of the voting members, and the affirmative vote of the voting members of any particular class that is required by the governing principles. If the agreement would effect or authorize any action by the unincorporated nonprofit association that, under any applicable provision of law or under the governing principles of the constituent domestic unincorporated nonprofit association, could be effected or authorized only by or pursuant to a specified vote of the members, the agreement, including any amendments or additions to the agreement proposed at each meeting described in division (A) of this section, shall be adopted by the same vote as would be required for that action.

(2) For purposes of division (B)(1) of this section, participation by a voting member at a meeting through the use of any of the means of communication described in that division constitutes presence in person of that voting member at the meeting for purposes of determining a quorum.

(C) At any time prior to the filing of the agreement, the merger or consolidation may be abandoned by the managers of one or more of the constituent unincorporated nonprofit associations or the comparable representatives of any other constituent entity, if the power of abandonment is conferred



AUTHENTICATED,
OHIO LEGISLATIVE SERVICE
COMMISSION
DOCUMENT #259047

either by the agreement or by the same vote or action as is required to adopt that agreement.